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PROPOSED ATTORNEYS FOR DEBTOR SUPERIOR AIR PARTS, INC.

**UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:	§	CASE NO. 08-36705-BJH
	§	
SUPERIOR AIR PARTS, INC.	§	CHAPTER 11
	§	
DEBTOR,	§	
	§	

**SUPERIOR AIR PARTS, INC.'S WITNESS AND EXHIBIT LIST FOR
HEARING ON ITS MOTION TO SELL SUBSTANTIALLY ALL OF ITS
ASSETS FREE AND CLEAR OF LIENS**

**TO: THE HONORABLE BARBARA J. HOUSER
UNITED STATES BANKRUPTCY JUDGE:**

Superior Air Parts, Inc. ("Debtor" or "Superior") files its Witness and Exhibit List in connection with the hearing on the Debtor's Motion to Sell Substantially all of Debtor's Assets Free and Clear of Liens set for February 24, 2009 at 3:15 p.m.:

I.
WITNESSES

Debtor may call the following witnesses:

1. Kent Abercrombie, President and CEO of Superior Air Parts, Inc.;
2. Daniel Schenk, Managing Director, Corporate Finance Partners MidCap GmbH;
3. Any witnesses designated by any other party appearing in this action; and
4. Rebuttal witnesses, as needed.

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II. **EXHIBITS**

Debtor may offer into evidence or ask for judicial notice in the hearings any of the following exhibits:

1. 10/27/97 – First Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code with Respect to the Joint Plan of Reorganization of SP Holdings Corp. and Superior Air Parts, Inc., October 30, 1997;
2. Indemnification and Hold Harmless Agreement between Eaton Corporation and Superior Air Parts, Inc. proposed by Eaton;
3. 09/30/08 – Illinois National Insurance Company: Liability Insurance policy excerpt;
4. 09/12/08 – Aviation Air Parts Offer;
5. 12/11/08 – FNB Letter to AERO;
6. Superior Balance Sheets 2004-2008;
7. Superior Income Statements – 2004-2008;
8. Superior Cash flow statements – 2005-2008;
9. 12/31/08 – Debtor's Schedules of Assets and Liabilities;
10. 12/31/08 – Debtor's Statement of Financial Affairs;
11. 02/19/09 – U.S. Bankruptcy Court Claims Register for Superior Air Parts, Inc.;
12. 02/19/09 – Debtor's Analysis of Estimated Claims;
13. 12/30/09 – Textron Asset Purchase Agreement;
14. 02/19/09 – Teledyne Asset Purchase Agreement;
15. CFP Summary of Investor Interest;
16. CFP Financial Information Package;
17. CFP Powerpoint Presentation;
18. CFP Superior Short Profile;
19. 02/14/06 – Assignments of Debts to Thielert;

20. 02/16/09 – Superior Liquidity Analysis;
21. 02/19/09 – UCC Search on Thielert AG;
22. 02/19/09 – UCC Search on Superior Air Parts, Inc.;
23. 01/14/09 – Certificate of Service on Notice of Auction and Bar Date 1;
24. 02/03/09 – Certificate of Service on Notice of Auction and Bar Date 2;
25. 02/13/09 – Superior inventory analysis;
26. 2/20/09 - Motion to Return Reclaimed Goods;
27. Monthly Operating Report – January 2009; and
28. Rebuttal exhibits, as necessary.

Respectfully submitted,

/s/ Stephen A. Roberts

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**PROPOSED ATTORNEYS FOR
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CERTIFICATE OF SERVICE

The undersigned certifies that the parties listed below have been served a true and correct copy of the foregoing pleading with exhibits as indicted below February 19, 2009 and that a true and correct copy of the foregoing pleading without exhibits was forwarded to the parties listed on the attached service list via first class U.S. Mail, postage prepaid, February 20, 2009.

Via Electronic mail with exhibits accessible at:

<http://www.strasburger.com/client/SAP-Exhibit-List/show.asp>

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